

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC
RECORDING CORPORATION; ARISTA
MUSIC, fka BMG MUSIC; CAPITOL
RECORDS LLC fka CAPITOL RECORDS,
INC.; ELEKTRA ENTERTAINMENT
GROUP INC.; INTERSCOPE RECORDS;
LAFACE RECORDS LLC; MOTOWN
RECORD COMPANY, L.P.; PRIORITY
RECORDS LLC; SONY MUSIC
ENTERTAINMENT, fka SONY BMG
MUSIC ENTERTAINMENT; UMG
RECORDINGS, INC.; VIRGIN RECORDS
AMERICA, INC.; and WARNER BROS.
RECORDS INC.,

Plaintiffs,

v.

LIME WIRE LLC; LIME GROUP LLC;
MARK GORTON; and M.J.G. LIME WIRE
FAMILY LIMITED PARTNERSHIP,

Defendants.

06 Civ. 05936 (KMW)
ECF CASE

**PLAINTIFFS' NOTICE OF MOTION AND PLAINTIFFS' MOTION TO DISQUALIFY
WILLKIE FARR & GALLAGHER LLP AS COUNSEL FOR DEFENDANTS**

Glenn D. Pomerantz (*pro hac vice*)
Kelly M. Klaus (*pro hac vice*)
Melinda E. LeMoine
Jonathan H. Blavin (*pro hac vice*)
Munger, Tolles & Olson LLP
355 South Grand Avenue
Los Angeles, CA 90071
(213) 683-9100
Attorneys for Plaintiffs

Date: January 14, 2011

TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

PLEASE TAKE NOTICE that as soon as counsel may be heard before the Honorable Kimba M. Wood in Courtroom 15B, United States Courthouse, 500 Pearl Street, New York, New York, all Plaintiffs in Case No. 06 Civ. 05936 (“Plaintiffs”) will and hereby do move the Court pursuant to the Court’s inherent authority, the New York State Lawyer’s Code of Professional Responsibility, and Rule 1.5(b)(5) of the Local Rules of the Southern District of New York, for an Order disqualifying Willkie Farr & Gallagher LLP as counsel for Defendants.

PLEASE TAKE FURTHER NOTICE that this Motion is based on the Notice of Motion, Motion and the accompanying Memorandum of Law, the Declaration of Jennifer L. Pariser, the Declaration of Kelly M. Klaus, and any Reply Memorandum in support, the court records and files, and upon such other evidence and argument that may be offered at the hearing on the Motion.

Dated: January 14, 2011

Respectfully submitted

/s/ Kelly M. Klaus

Kelly M. Klaus

Attorney for Plaintiffs
Munger, Tolles & Olson LLP
355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071-1560
(213) 683-9100
(213) 687-3702 (Fax)

CERTIFICATE OF SERVICE

I hereby certify that on January 14, 2011, a copy of the foregoing document was served on the following via the Court's ECF system and by email per the parties' agreement:

Joseph T. Baio, Esq.
Tariq Mundiya, Esq.
Mary Jane Eaton, Esq.
Todd G. Cosenza, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, N.Y. 10019-6099
Telephone: 212-728-8000
Fax: 212-728-8111
Email: jbaio@willkie.com
Email: tmundiya@willkie.com
Email: meaton@willkie.com
Email: tcosenza@willkie.com

- **PLAINTIFFS' NOTICE OF MOTION AND PLAINTIFFS' MOTION TO DISQUALIFY WILLKIE FARR & GALLAGHER LLP AS COUNSEL FOR DEFENDANTS**

/s/ Shari Lorand

Shari Lorand